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September 29, 2014

**VIA ELECTRONIC FILING**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
445 12<sup>th</sup> Street SW  
Washington, DC 20554

Re: Applications of Comcast Corporation and Time Warner Cable, Inc.  
Charter Communications Inc. and SpinCo, for Consent to Assign  
Licenses or Transfer Control of Licensees, MB Docket No. 14-57  
Applications of AT&T, Inc. and DIRECTV for Consent to Assign  
Licenses or Transfer Control of Licensees, MB Docket No. 14-90

Dear Ms. Dortch:

Hemisphere Media Group ("Hemisphere") submits these comments in response to the Media Bureau's ("Bureau") Public Notice regarding the procedures for protecting the confidentiality of affiliation agreements produced in these proceedings. *Media Bureau Seeks Comment on Issues Raised by Certain Programmers and Broadcasters Regarding the Production of Certain Documents in Comcast-Time Warner Cable-Charter and AT&T-DIRECTV Transaction Proceedings*, MB Docket Nos. 14-57 & 14-90, DA 14-1383 (rel. Sept. 23, 2014) ("Public Notice"). Hemisphere urges the Commission to adopt heightened confidentiality protections for these highly-confidential and sensitive agreements that are subject to the pending document requests in these proceedings.

Hemisphere is a leading provider of programming directed at Hispanic viewers and distributed by multichannel video programming distributors ("MVPDs") throughout the United States. Hemisphere subsidiaries program and distribute to MVPDs the following Spanish-language video programming services: *Centroamérica TV* (featuring programming produced in Central America), *Cine Latino* (featuring movies and other programming), *Pasioness* (featuring telenovela and serialized drama programming), *TV Dominicana* (featuring programming produced in the Dominican Republic), and *WAPA*

*América* (featuring programming produced in Puerto Rico). A Hemisphere subsidiary also transmits WAPA-TV and WAPA2 in Puerto Rico for which it has entered into retransmission consent agreements.

Hemisphere and its subsidiaries have received multiple notices by MVPDs of intent to produce affiliation and/or retransmission consent agreements requested by the Department of Justice (“DOJ”) and/or the Commission. These agreements are among a programmer’s most confidential documents. With respect to the parties in these proceedings, each has been separately negotiated with a sophisticated purchaser and contains confidential and proprietary information, requiring the highest level of protection. Hemisphere generally agrees with the views on confidentiality expressed by the “Content Companies” in their September 23, 2014 letter. *See* Letter of Mace Rosenstein to Marlene H. Dortch, (Sept. 23, 2014), MB Docket Nos. 14-57 & 14-90.

In response to the Bureau’s principal question, Hemisphere respectfully submits that the confidentiality protections in the current protective orders are inadequate to safeguard its commercially-sensitive agreements with these MVPDs and requests heightened protection by removing them from the public record in these proceedings and maintaining the agreements at DOJ for review by Commission staff. Excluding the affiliation agreements from the documents produced to the Commission in response to the pending document requests represents the most effective method of safeguarding the agreements from disclosure. I understand that the Commission staff and its general counsel recognized the need for additional confidentiality protection for such agreements in the Comcast-NBC Universal merger proceeding and effectively implemented this procedure. Thus, the procedure demonstrably works and certainly provides additional confidentiality protection for these agreements.

Finally, Hemisphere believes that the “different or additional” measures suggested by the Bureau in the Public Notice are inadequate to afford the protection merited by these kinds of agreements. *See* Public Notice at 2. Limiting the availability of affiliation agreements to persons who have executed the required affirmation at counsel’s offices or remotely through counsel’s document review platform would not adequately address the risk of third-party access to, and potential disclosure of terms and conditions of, affiliation agreements. Establishing a procedure for objecting to access to an affiliation agreement would require the applicants and/or programmer, and the Commission, to expend time and resources to resolve document access disputes.

If you have any questions regarding Hemisphere’s comments in response to the Public Notice, please contact me.

Respectfully submitted  
HEMISPHERE MEDIA GROUP

/s/

Alex J. Tolston, Esq.  
General Counsel and Corporate Secretary

cc: Ms. Vanessa Lemme  
Mr. Ty Bream  
Mr. William Dever  
Mr. Jim Bird  
Best Copy and Printing, Inc.